ZICOM

Feel Safe

Zicom Electronic Security Systems Ltd.
501, Silver Metropolis,
Western Express Highway,
Goregaon (E), Mumbai - 400 063.
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www.zicom.com
Toll Free: 1-800-270-4567

May 16, 2013

The Manager
Listing Department,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

Fax No. 26598237 / 26598238

Stock Code – ZICOM

Ref: ISIN INE 871B01014

Dear Sir / Madam,

Sub: Outcome of Board Meeting

Further to our letter dated May 7, 2013, intimating you of the Board Meeting to be held today, we have to inform you that the Board of Directors at its said meeting has approved the following matters in relation to audited accounts and dividend:

1. Standalone and Consolidated Audited Financial Results for the year ended March 31, 2013.

2. Recommended a Dividend of ₹ 1.20 per share (Rupee One and Twenty Paise only) (i.e. 12%) on 1,69,99,829 Equity Shares having Face Value of ₹10/- each, for the year ended March 31, 2013. The Dividend, if declared, by the Members at the ensuing Annual General Meeting, scheduled to be held on Friday, August 30, 2013, will be paid / dispatched on September 17, 2013.

We enclose herewith Audited Financial Results of the Company for the year ended March 31, 2013, both standalone and consolidated, in the revised format prescribed under Clause 41 of the Listing Agreement.

Please note that as per the Clause 41(VI)(b), the Company has already opted for publication of financial results on consolidated basis for the Financial Year ending March 31, 2013. The financial results for the quarter and year ended March 31, 2013 on standalone basis are also being made available on the website of the Company viz. www.zicom.com.

Kindly take on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **Zicom Electronic Security Systems Limited**

K Trivedi

Kunjan Trivedi
Company Secretary

Encl: as above

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

PART I : STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/03/2013 (Unaudited)	Quarter Ended 31/12/2012 (Unaudited)	Quarter Ended 31/03/2012 (Unaudited)	Year Ended 31/03/2013 (Audited)	Year Ended 31/03/2012 (Audited)
1	**Income from Operations**					
	(a) Net Sales / Income from Operations (Net of Excise Duty)	**8,276.38**	7,437.27	7,014.05	**26,641.28**	21,941.59
	(b) Other Operating Income	---	---	---	---	---
	Total Income from Operations (Net)	**8,276.38**	7,437.27	7,014.05	**26,641.28**	21,941.59
2	**Expenses**					
	(a) Cost of Materials consumed / Purchases of Stock-in-Trade	**7,023.55**	6,079.55	5,847.25	**22,246.63**	18,463.05
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	**120.12**	86.99	(192.32)	**19.88**	(761.66)
	(c) Employee Benefits Expense	**178.48**	173.76	184.13	**708.45**	703.82
	(d) Depreciation and Amortisation Expense	**195.35**	198.37	280.68	**790.49**	1,179.69
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	**331.75**	415.68	405.42	**1,141.22**	1,161.80
	Total Expenses	**7,849.25**	6,954.35	6,525.16	**24,906.67**	20,746.70
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	**427.13**	482.92	488.89	**1,734.61**	1,194.89
4	Other Income	**319.56**	36.78	254.95	**486.48**	266.94
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 ± 4)**	**746.69**	519.70	743.84	**2,221.09**	1,461.83
6	Finance Costs	**371.25**	243.04	544.23	**958.57**	737.28
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 ± 6)**	**375.44**	276.66	199.61	**1,262.52**	724.55
8	Exceptional Items	---	---	---	---	193.87
9	**Profit / (Loss) from Ordinary Activities before Tax (7 ± 8)**	**375.44**	276.66	199.61	**1,262.52**	530.68
10	**Tax Expense**					
	Current Tax	**96.70**	93.80	(10.35)	**252.70**	54.10
	Deferred Tax	**64.90**	(4.66)	86.16	**199.36**	146.37
	Earlier Years	---	---	(25.09)	---	(25.09)
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 ± 10)**	**213.84**	187.52	148.89	**810.46**	355.30
12	Extraordinary Items (Net of Tax Expense ₹ Nil Lakhs)	---	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 ± 12)**	**213.84**	187.52	148.89	**810.46**	355.30
14	Paid-up Equity Share Capital (Face Value of the Share ₹ 10/-)	**1,699.98**	1,699.98	1,269.98	**1,699.98**	1,269.98
15	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	**13,547.89**	11,476.49

Zicom Electronic Security Systems Limited

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PART I : STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/03/2013	Quarter Ended 31/12/2012	Quarter Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
16 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**					
	(a) Basic	**1.26**	1.07	2.69	**5.14**	4.32
	(b) Diluted	**1.26**	0.98	2.69	**5.01**	4.32
ii	**Earnings per share (EPS) (after Extraordinary and Exceptional Items) (of ₹10/- each) (not annualised):**					
	(a) Basic	**1.26**	1.07	1.17	**5.14**	2.80
	(b) Diluted	**1.26**	0.98	1.17	**5.01**	2.80

PART II : SELECT INFORMATION FOR THE YEAR ENDED MARCH 31, 2013

	Particulars	Quarter Ended 31/03/2013	Quarter Ended 31/12/2012	Quarter Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
A	**PARTICULARS OF SHAREHOLDING**					
1	Public Shareholding					
	- Number of Shares	**1,33,62,806**	1,33,62,806	1,00,62,806	**1,33,62,806**	1,00,62,806
	- Percentage of Shareholding	**78.60**	78.60	79.24	**78.60**	79.24
2	Promoters and Promoter Group Shareholding					
	a) Pledged / Encumbered					
	- Number of Shares	**7,00,000**	2,00,000	2,00,000	**7,00,000**	2,00,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	**19.25**	5.50	7.58	**19.25**	7.58
	- Percentage of Shares (as a % of the total share capital of the Company)	**4.12**	1.18	1.57	**4.12**	1.57
	b) Non – Encumbered					
	- Number of Shares	**29,37,023**	34,37,023	24,37,023	**29,37,023**	24,37,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	**80.75**	94.50	92.42	**80.75**	92.42
	- Percentage of Shares (as a % of the total share capital of the Company)	**17.28**	20.22	19.19	**17.28**	19.19

	Particulars	Quarter Ended 31/03/2013
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the Quarter	**Nil**
	Received during the Quarter	**1**
	Disposed of during the Quarter	**1**
	Remaining unresolved at the end of the Quarter	**Nil**

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

Notes:

1. Disclosure of Balance Sheet items as per Clause 41(1)(ea) of the Listing Agreement for the year ended March 31, 2013

(₹ in Lakhs)

	Particulars	As at 31/03/2013	As at 31/03/2012
A	**EQUITY AND LIABILITIES**		
1	**Shareholders' Funds**		
	(a) Share Capital	**1,699.98**	1,269.98
	(b) Reserves and Surplus	**13,547.89**	11,476.49
	(c) Money received against Share Warrants	**69.00**	---
	Sub-total – Shareholders' Funds	**15,316.87**	12,746.47
2	**Share application money pending allotment**	**---**	---
3	**Non-Current Liabilities**		
	(a) Long-Term Borrowings	**---**	---
	(b) Deferred Tax Liabilities (Net)	**764.47**	565.11
	(c) Other Long-Term Liabilities	**103.79**	5.03
	(d) Long-Term Provisions	**7.79**	11.09
	Sub-total - Non-Current Liabilities	**876.05**	581.23
4	**Current Liabilities**		
	(a) Short-Term Borrowings	**4,705.29**	3,883.03
	(b) Trade Payables	**2,291.94**	1,470.17
	(c) Other Current Liabilities	**1,183.17**	1,983.49
	(d) Short-Term Provisions	**250.47**	161.90
	Sub-total - Current liabilities	**8,430.87**	7,498.59
	TOTAL - EQUITY AND LIABILITIES	**24,623.79**	20,826.29
B	**ASSETS**		
1	**Non-current assets**		
	(a) Fixed Assets	**4,111.54**	4,865.59
	(b) Non-Current Investments	**5,389.97**	3,304.52
	(c) Deferred Tax Assets (Net)	**---**	---
	(d) Long-Term Loans and Advances	**1,371.73**	121.69
	(e) Other Non-Current Assets	**---**	105.57
	Sub-total - Non-current assets	**10,873.24**	8,397.37
2	**Current assets**		
	(a) Current Investments	**---**	---
	(b) Inventories	**3,111.96**	3,131.85
	(c) Trade Receivables	**6,357.28**	5,102.56
	(d) Cash and Cash Equivalents	**1,244.72**	766.02
	(e) Short-Term Loans and Advances	**2,973.36**	2,841.15
	(f) Other Current Assets	**63.23**	587.34
	Sub-total - Current assets	**13,750.55**	12,428.92
	TOTAL - ASSETS	**24,623.79**	20,826.29

2. The above financial results of the Company for the year ended March 31, 2013, have been reviewed by the Audit Committee on May 16, 2013 and approved by the Board at its meeting held on even date.

3. As per Clause 41 of the Listing Agreement, figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

4. During the quarter, the Company made the following investments: i) ₹ 10 crores in Equity Shares of its wholly owned subsidiary Zicom SaaS Private Limited and ii) ₹ 2 crores in 1% Non-Cumulative Compulsorily Convertible Preference Shares of Institute of Advanced Security Training and Management Private Limited.

5. The Earning Per Share (EPS) for the quarter and year under review and for the immediately preceding quarter are not comparable with the other results as the EPS for these periods have been calculated based on enhanced paid-up share capital.

6. Diluted EPS does not include provision for conversion of ESOPs, being anti-dilutive in nature.

7. The Company has a single reportable business segment of "Security and Safety".

8. Previous year figures have been regrouped / rearranged wherever necessary.

9. The Board has recommended a Dividend of ₹ 1.20 per Equity Share (i.e. 12%) for the year ended March 31, 2013.

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: May 16, 2013

Zicom Electronic Security Systems Limited

Reg. Office: 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400 063.

PART I : STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/03/2013 (Unaudited)	Quarter Ended 31/12/2012 (Unaudited)	Quarter Ended 31/03/2012 (Unaudited)	Year Ended 31/03/2013 (Audited)	Year Ended 31/03/2012 (Audited)
1	**Income from Operations**					
	(a) Net Sales / Income from Operations (Net of Excise Duty)	**20,774.16**	20,224.11	15,753.44	**69,129.55**	48,405.04
	(b) Other Operating Income	---	---	---	---	---
	Total Income from Operations (Net)	**20,774.16**	20,224.11	15,753.44	**69,129.55**	48,405.04
2	**Expenses**					
	(a) Cost of Materials consumed / Purchase of Stock-in-Trade	**16,627.58**	15,295.04	12,984.67	**54,437.45**	39,649.87
	(b) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	**(805.04)**	957.79	(278.85)	**(26.59)**	(877.10)
	(c) Employee Benefits Expense	**1,173.34**	915.05	803.66	**3,739.08**	2,583.87
	(d) Depreciation and Amortisation Expense	**513.74**	490.31	356.47	**1,807.76**	1,432.74
	(e) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	**699.27**	923.49	743.73	**2,725.22**	2,000.43
	Total Expenses	**18,208.89**	18,581.68	14,609.68	**62,682.92**	44,789.81
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	**2,565.27**	1,642.43	1,143.76	**6,446.63**	3,615.23
4	Other Income	**59.27**	36.48	137.45	**231.04**	156.73
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 ± 4)**	**2,624.54**	1,678.91	1,281.21	**6,677.67**	3,771.96
6	Finance Costs	**799.26**	688.03	639.16	**2,518.36**	1,386.11
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5 ± 6)**	**1,825.28**	990.88	642.05	**4,159.31**	2,385.85
8	Exceptional Items	---	---	---	---	193.87
9	**Profit / (Loss) from Ordinary Activities before Tax (7 ± 8)**	**1,825.28**	990.88	642.05	**4,159.31**	2,191.98
10	**Tax Expense**					
	Current Tax	**104.78**	93.80	(10.35)	**260.78**	54.10
	Deferred Tax	**243.12**	(73.86)	15.62	**208.86**	60.56
	Earlier Years	---	---	(25.09)	---	(25.09)
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9 ± 10)**	**1,477.38**	970.94	661.87	**3,689.67**	2,102.41
12	Extraordinary Items (Net of Tax Expense ₹ Nil Lakhs)	---	---	---	---	---
13	**Net Profit / (Loss) for the Period (11 ± 12)**	**1,477.38**	970.94	661.87	**3,689.67**	2,102.41
14	Share of Profit / (Loss) of Associates	---	---	---	---	---
15	Minority Interest	**232.86**	176.71	140.34	**657.67**	418.39
16	**Net Profit / (Loss) after Taxes, Minority Interest and Share of Profit / (Loss) of Associates (13±14±15)**	**1,244.52**	794.23	521.53	**3,032.00**	1,684.02
17	Paid-up Equity Share Capital (Face Value of the Share ₹ 10/-)	**1,699.98**	1,699.98	1,269.98	**1,699.98**	1,269.98

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Zicom Electronic Security Systems Limited

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PART I : STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

	Particulars	Quarter Ended 31/03/2013	Quarter Ended 31/12/2012	Quarter Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
18	Reserve excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	---	---	---	**22,452.85**	17,581.77
19 i	**Earnings Per Share (EPS) (before Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**					
	(a) Basic	**7.60**	4.80	5.64	**19.23**	14.79
	(b) Diluted	**7.49**	4.52	5.64	**18.73**	14.79
ii	**Earnings Per Share (EPS) (after Extraordinary and Exceptional Items) (of ₹ 10/- each) (not annualised):**					
	(a) Basic	**7.60**	4.80	4.11	**19.23**	13.26
	(b) Diluted	**7.49**	4.52	4.11	**18.73**	13.26

PART II : SELECT INFORMATION FOR THE YEAR ENDED MARCH 31, 2013

	Particulars	Quarter Ended 31/03/2013	Quarter Ended 31/12/2012	Quarter Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
A	**PARTICULARS OF SHAREHOLDING**					
1	Public Shareholding					
	- Number of shares	**1,33,62,806**	1,33,62,806	1,00,62,806	**1,33,62,806**	1,00,62,806
	- Percentage of shareholding	**78.60**	78.60	79.24	**78.60**	79.24
2	Promoters and Promoter Group Shareholding					
	a) Pledged / Encumbered					
	- Number of Shares	**7,00,000**	2,00,000	2,00,000	**7,00,000**	2,00,000
	- Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	**19.25**	5.50	7.58	**19.25**	7.58
	- Percentage of Shares (as a % of the total share capital of the Company)	**4.12**	1.18	1.57	**4.12**	1.57
	b) Non - Encumbered					
	- Number of Shares	**29,37,023**	34,37,023	24,37,023	**29,37,023**	24,37,023
	- Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter Group)	**80.75**	94.50	92.42	**80.75**	92.42
	- Percentage of Shares (as a % of the total share capital of the Company)	**17.28**	20.22	19.19	**17.28**	19.19

	Particulars	Quarter Ended 31/03/2013
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the Quarter	**NIL**
	Received during the Quarter	**1**
	Disposed of during the Quarter	**1**
	Remaining unresolved at the end of the Quarter	**NIL**

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

Zicom Electronic Security Systems Limited

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Notes:

1. Disclosure of Consolidated Balance Sheet items as per Clause 41(1)(ea) of the Listing Agreement for the year ended March 31, 2013

(₹ in Lakhs)

	Particulars	As at 31/03/2013	As at 31/03/2012
A	**EQUITY AND LIABILITIES**		
1	**Shareholders' Funds**		
	(a) Share Capital	**1,699.98**	1,269.98
	(b) Reserves and Surplus	**22,452.85**	17,581.77
	(c) Money received against Share Warrants	**69.00**	---
	Sub-total – Shareholders' Funds	**24,221.83**	18,851.75
2	**Share application money pending allotment**	**---**	---
3	**Minority Interest**	**3,024.32**	2,076.35
4	**Non-Current Liabilities**		
	(a) Long-Term Borrowings	**12,526.52**	953.54
	(b) Deferred Tax Liabilities (Net)	**688.17**	479.30
	(c) Other Long-Term Liabilities	**103.79**	5.03
	(d) Long-Term Provisions	**335.64**	217.91
	Sub-total - Non-Current Liabilities	**13,654.12**	1,655.78
5	**Current Liabilities**		
	(a) Short-Term Borrowings	**18,227.87**	13,582.51
	(b) Trade Payables	**4,120.84**	2,492.17
	(c) Other Current Liabilities	**3,959.11**	2,364.33
	(d) Short-Term Provisions	**597.94**	163.34
	Sub-total - Current liabilities	**26,905.76**	18,602.35
	TOTAL - EQUITY AND LIABILITIES	**67,806.03**	41,186.23
B	**ASSETS**		
1	**Non-current assets**		
	(a) Fixed Assets	**6,487.16**	4,936.71
	(b) Goodwill on consolidation	**8,520.70**	2,625.07
	(c) Non-Current Investments	**968.95**	754.82
	(d) Deferred Tax Assets (Net)	**---**	---
	(e) Long-Term Loans and Advances	**111.69**	109.44
	(f) Other Non-Current Assets	**---**	105.57
	Sub-total - Non-current assets	**16,088.50**	8,531.61
2	**Current assets**		
	(a) Current Investments	**---**	---
	(b) Inventories	**8,303.40**	4,485.15
	(c) Trade Receivables	**28,128.30**	20,610.20
	(d) Cash and Cash Equivalents	**4,987.52**	2,589.01
	(e) Short-Term Loans and Advances	**10,235.08**	4,382.92
	(f) Other Current Assets	**63.23**	587.34
	Sub-total - Current assets	**51,717.53**	32,654.62
	TOTAL - ASSETS	**67,806.03**	41,186.23

2. The above financial results of the Company, on consolidated basis, for the year ended March 31, 2013, have been reviewed by the Audit Committee on May 16, 2013 and approved by the Board at its meeting held on even date.

3. As per Clause 41 of the Listing Agreement, figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.

ZICOM ELECTRONIC SECURITY SYSTEMS LTD.

4. During the quarter, the Company made the following investments: i) ₹ 10 crores in Equity Shares of its wholly owned subsidiary Zicom SaaS Private Limited and ii) ₹ 2 crores in 1% Non-Cumulative Compulsorily Convertible Preference Shares of Institute of Advanced Security Training and Management Private Limited.

5. The Earning Per Share (EPS) for the quarter and year under review and for the immediately preceding quarter are not comparable with the other results as the EPS for these periods have been calculated based on enhanced paid-up share capital.

6. Diluted EPS does not include provision for conversion of ESOPs, being anti-dilutive in nature.

7. The Company has a single reportable business segment of "Security and Safety".

8. The Consolidated Financial Results for the year consists audited financial results of the Company and its following subsidiaries:

   (a) Unisafe Fire Protection Specialists LLC, Dubai, U.A.E. (Consolidated)
   (b) Phoenix International WLL, Qatar (w.e.f. June 1, 2012)
   (c) Zicom SaaS Private Limited
   (d) Unisafe Fire Protection Specialists India Private Limited
   (e) Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore
   (f) Zicom Security Projects Pte. Ltd., Singapore
   (g) Zicom CNA Automation Limited

9. The standalone results will be available on the Company's website www.zicom.com.

10. Previous year figures have been regrouped / rearranged wherever necessary.

11. The Board has recommended a Dividend of ₹ 1.20 per Equity Share (i.e. 12%) for the year ended March 31, 2013.

12. Standalone Details:

(₹ in Lakhs)

Particulars	Quarter Ended 31/03/2013	Quarter Ended 31/12/2012	Quarter Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
Turnover	**8,276.38**	7,437.27	7,014.05	**26,641.28**	21,941.59
Profit Before Tax	**375.44**	276.66	199.61	**1,262.52**	530.68
Profit After Tax and Extraordinary Items	**213.84**	187.52	148.89	**810.46**	355.30

For **Zicom Electronic Security Systems Ltd.**

Manohar Bidaye
Chairman

Place: Mumbai
Date: May 16, 2013